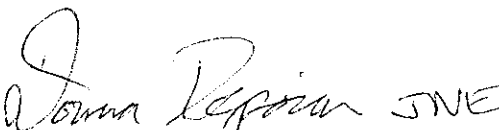


contract, including, without limitation, compensatory damages, consequential damages, prejudgment interest, post-judgment interest, costs, and such other relief as this Court deems just.

February 11, 2005

By:


Donna L. Depoian, Esq. (BBO # 547215)
614 Forest Street
North Andover, MA 01845
Telephone: 978-725-8880

-and-

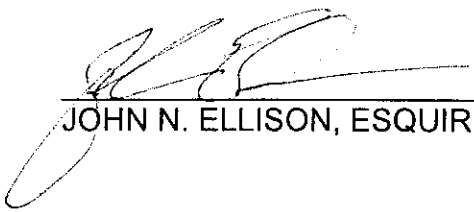
ANDERSON KILL & OLICK, P.C.
John N. Ellison, Esq.
Claudine Q. Homolash, Esq.
1600 Market Street
Suite 2500
Philadelphia, PA 19103
Telephone: 215-568-4202

Attorneys for Plaintiff
Champps Entertainment, Inc.

CERTIFICATE OF SERVICE

I, hereby certify that a true and correct copy of Plaintiff's Amended
Complaint was served by first class mail, postage paid upon the following counsel:

Eric M. Chodkowski, Esquire
Taylor Duane Barton & Gilman, LLP
160 Federal Street
Boston, MA 02110



JOHN N. ELLISON, ESQUIRE

DATED: February 11, 2005



International Trade Services.
1620 Dodge Street
Omaha NE 68197
402.341.0500
SWIFT: FNBOUS44

IRREVOCABLE STANDBY LETTER OF CREDIT

LETTER OF CREDIT NUMBER: STB03200204

DATE: NOVEMBER 6, 2003

APPLICANT:
CHAMPPS OPERATING CORPORATION
5619 DTC PARKWAY, SUITE 1000
ENGLEWOOD, CO 80111

BENEFICIARY:
NATIONAL UNION FIRE INSURANCE CO. OF PITTSBURGH, PA, AND
AMERICAN HOME ASSURANCE COMPANY, AND
AMERICAN INTERNATIONAL SPECIALTY LINES INSURANCE COMPANY, AND
THE INSURANCE COMPANY OF THE STATE OF PENNSYLVANIA, AND
COMMERCE AND INDUSTRY INSURANCE COMPANY, AND
AIU INSURANCE COMPANY, AND
BIRMINGHAM FIRE INSURANCE COMPANY OF PENNSYLVANIA, AND
ILLINOIS NATIONAL INSURANCE COMPANY, AND
AMERICAN INTERNATIONAL SOUTH INSURANCE COMPANY, AND
NATIONAL UNION FIRE INSURANCE COMPANY OF LOUISIANA, AND
AMERICAN INTERNATIONAL PACIFIC INSURANCE COMPANY, AND
GRANITE STATE INSURANCE COMPANY, AND
NEW HAMPSHIRE INSURANCE COMPANY, AND
LEXINGTON INSURANCE COMPANY, AND
LANDMARK INSURANCE COMPANY, AND
STARR EXCESS LIABILITY INSURANCE COMPANY LIMITED
P.O. BOX 923
WALL STREET STATION
NEW YORK, NY 10268
ATTN: MR. ART STILLWELL

WE HEREBY ESTABLISH THIS IRREVOCABLE LETTER OF CREDIT IN FAVOR OF THE
AFORESAID ADDRESSEES (EACH, THE "BENEFICIARY") FOR DRAWINGS UP TO
USD526,000.00 (UNITED STATES DOLLARS FIVE HUNDRED TWENTY SIX THOUSAND
AND NO/100) EFFECTIVE IMMEDIATELY. THIS LETTER OF CREDIT IS ISSUED,
PRESENTABLE AND PAYABLE AT OUR OFFICE AT FIRST NATIONAL BANK,
INTERNATIONAL TRADE SERVICES, 1620 DODGE STREET STOP 1111, OMAHA, NE
68197-1111 AND EXPIRES WITH OUR CLOSE OF BUSINESS ON NOVEMBER 6, 2004
OR ANY FUTURE EXPIRATION DATE.

THE TERM "BENEFICIARY" INCLUDES ANY SUCCESSOR BY OPERATION OF LAW OF
EACH NAMED BENEFICIARY, INCLUDING, WITHOUT LIMITATION, ANY LIQUIDATOR,
REHABILITATOR, RECEIVER OR CONSERVATOR.

WE HEREBY UNDERTAKE TO PROMPTLY HONOR YOUR SIGHT DRAFT(S) DRAWN ON US,
INDICATING OUR LETTER OF CREDIT NO. STB03200204, FOR ALL OR PART OF
THIS CREDIT IF PRESENTED AT OUR OFFICE SPECIFIED IN PARAGRAPH ONE ON OR
BEFORE THE EXPIRY DATE OR ANY AUTOMATICALLY EXTENDED EXPIRY DATE. ANY
ONE BENEFICIARY OR COMBINATION OF BENEFICIARIES, ACTING INDIVIDUALLY OR
COLLECTIVELY, MAY DRAW ON THIS LETTER OF CREDIT IN FULL OR IN PART, AND



International Trade Services
1620 Dodge Street
Omaha NE 68197
402.841.0500
SWIFT: FNB0US44

Page: 2
Date: November 06, 2003
Our Reference No: 03200204


ANY ACTION TAKEN BY ANY OR ALL BENEFICIARIES HEREUNDER SHALL BIND EACH OF THEM.

EXCEPT AS EXPRESSLY STATED HEREIN, THIS UNDERTAKING IS NOT SUBJECT TO ANY AGREEMENT, CONDITION OR QUALIFICATION. THE OBLIGATION OF FIRST NATIONAL BANK UNDER THIS LETTER OF CREDIT IS THE INDIVIDUAL OBLIGATION OF FIRST NATIONAL BANK AND IS IN NO WAY CONTINGENT UPON REIMBURSEMENT WITH RESPECT THERETO.

IT IS A CONDITION OF THIS LETTER OF CREDIT THAT IT SHALL BE DEEMED AUTOMATICALLY EXTENDED WITHOUT AMENDMENT FOR ONE YEAR FROM THE EXPIRY DATE HEREOF, OR ANY FUTURE EXPIRATION DATE, UNLESS AT LEAST THIRTY DAYS PRIOR TO ANY EXPIRATION DATE WE NOTIFY YOU BY REGISTERED MAIL OR COURIER SERVICE THAT WE ELECT NOT TO CONSIDER THIS LETTER OF CREDIT RENEWED FOR ANY SUCH ADDITIONAL PERIOD.

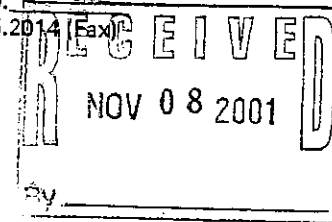
THIS LETTER OF CREDIT IS SUBJECT TO AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, AND THE 1993 REVISION OF THE UNIFORM CUSTOMS AND PRACTICE FOR DOCUMENTARY CREDITS OF THE INTERNATIONAL CHAMBER OF COMMERCE (PUBLICATION 500) AND, IN THE EVENT OF ANY CONFLICT, THE LAWS OF THE STATE OF NEW YORK WILL CONTROL. IF THIS CREDIT EXPIRES DURING AN INTERRUPTION OF BUSINESS AS DESCRIBED IN ARTICLE 17 OF SAID PUBLICATION 500, THE BANK HEREBY SPECIFICALLY AGREES TO EFFECT PAYMENT IF THIS CREDIT IS DRAWN AGAINST WITHIN THIRTY (30) DAYS AFTER THE RESUMPTION OF BUSINESS.

FIRST NATIONAL BANK



A handwritten signature in dark ink, appearing to be 'R. L. Smith', is written over a horizontal line. Below the line, the words 'AUTHORIZED SIGNATURE' are printed in a sans-serif font.

AUTHORIZED SIGNATURE

Page 2 of 6**American International Companies***80 Pine Street, 5th Floor
New York, NY 10005
212.770.
212.425.2014 (Fax)

June 4, 2001

Willis Corroon Corp of MA
Three Copley Place Suite 300
Boston, MA 02116
Attn: Bob Wynne

RE: Account Name: Daka International, Inc.
 Policy Period: 7/1/94-7/1/97
 Valuation Date: 03/31/2001
 Adjustment #: Final
 Retro Premium/Return: \$460

Dear Mr. Wynne,

Attached is the current statement of the adjusted premium and its supporting documentation for the captioned account above. Listed is the premium breakdown:

Policy Period	Adjustment	Premium
7/1/94-95	Loss Provision	(\$2,342)
7/1/95-96	Loss Provision	(\$7,076)
7/1/96-97	Loss Provision	\$9,878
<u>Total</u>		<u>\$460</u>

Total Amount is due by 07/06/2001

There will be no more adjustments done to this account. The policies captioned above can be considered "FINAL AND COMPLETE." If you have any questions feel free to contact me at (212) 770-1279.

Sincerely,


 Anthony J. Conti
 Account Service Representative
Anthony.Conti@AIG.com

CC: Harrington Williams
 Roy Gandon
 Dawn Gregg

5/80 Pine St. New York, NY 10005
 5/80 Pine St. New York, NY 10005
 5/80 Pine St. New York, NY 10006

First Class Mail	Express Mail	Payment Via Wire
American International Companies P.O. Box 10642 Newark, NJ 07193	Chase Manhattan Bank 55 Water Street, Room 826 New York, NY 10041	Chase Manhattan Bank 55 Water Street New York, NY 10005 Acct. #: 323-160-387 ABA #: 021-000-021 Phone #: 1-877-204-1124
Attn: Roy Gandon		

Attachment 1Page 3 of 6**DAKA International, Inc.****LOSS PROVISION ADJUSTMENT REPORT****ADDITIONAL AND RETURN PREMIUMS**

LOSSES VALUED @ 3/31/01.

Contract Number	Effective Date	Attachment Point	Original Loss Provision	Prior L/P Adjustments	ITD Loss Provision	Total Ultimate Losses	A/P-(R/P) Amounts	Increase (Decrease) Fees
199700	07/01/94	8,900,000	3,900,000	(1,379,319)	2,520,481	1,215,193	(1,305,288)	(2,342)
199701	07/01/95		5,723,335	(2,303,802)	3,419,533	1,772,742	(1,646,791)	(7,076)
199702	07/01/96		4,139,914	(928,654)	3,211,260	2,244,285	(966,975)	9,878
199703*	07/01/97							0
<u>TOTAL:</u>			<u>13,763,249</u>	<u>(4,611,975)</u>	<u>9,151,274</u>	<u>5,232,220</u>	<u>(3,919,054)</u>	<u>460</u>

ADDITIONAL PREMIUM FEE CALCULATION SHEET

ACCOUNT NAME: DAKA International, Inc.
 POLICY YEAR: 07/01/94
 CONTRACT NUMBER: 199700

FEE CALCULATION:

ADDITIONAL /(RETURN) PREMIUM	(1,305,288)
COMPONENTS OF SUB. PREM. FOR TAXES	(1,305,288)
TAXES BOARD, BUREAU CHARGES	(1,041)
ADJUSTED SUBJECT PREMIUM	(1,306,329)
CLAIMS SUPERVISION FEE	(1,301)
ADJUSTED GROSS PREMIUM	(1,307,630)

TAXES, BOARDS, BUREAUS	4.800%	Of Losses (Non-Deductible and Deductible)
CLAIMS SUPERVISION FEE	6.000%	Of Losses (Non-Deductible and Deductible)

Premiums	3/31/00	Rate	Exposure	Audited premium	Change
CLAIMS SUPERVISION FEE	151,229	0.060000	2,498,800	149,928	(1,301)
Taxes Boads & Bureau	120,983	0.048000	2,498,800	119,942	(1,041)
Losses					
Non-Deductible	1,215,193				
Deductible	1,283,607				
Total	2,498,800				

ADDITIONAL TBB	SEE ABOVE =	(1,041)
ADDITIONAL Claims Supervision Fee	SEE ABOVE =	(1,301)
	TOTAL FEES =	(2,342)

<u>TIE BACK:</u>	
ADDITIONAL TBB	(1,041)
ADDITIONAL Claims Supervision Fee	(1,301)
LOSS PROVISION	(1,305,288)
TOTAL A.P. (R.P)	(1,307,630)

Adjustor: Anthony J. Conti
 Phone: (212)770-1279

ADDITIONAL PREMIUM FEE CALCULATION SHEET

ACCOUNT NAME: DAKA International, Inc.
 POLICY YEAR: 07/01/95
 CONTRACT NUMBER: 199701
FEE CALCULATION:

ADDITIONAL / (RETURN) PREMIUM	(1,646,791)
COMPONENTS OF SUB. PREM. FOR TAXES	(1,646,791)
TAXES BOARD, BUREAU CHARGES	(3,572)
ADJUSTED SUBJECT PREMIUM	(1,650,363)
CLAIMS SUPERVISION FEE	(3,504)
ADJUSTED GROSS PREMIUM	(1,653,867)

TAXES, BOARDS, BUREAUS	6.118%	Of Losses (Non-Deductible and Deductible)
CLAIMS SUPERVISION FEE	6.000%	Of Losses (Non-Deductible and Deductible)

Premiums	3/31/00	Rate	Exposure	Audited Premium	Change
CLAIMS SUPERVISION FEE	205,172	0.060000	3,361,135	201,668	(3,504)
TAXES, BOARDS, BUREAUS	209,200	0.061178	3,361,135	205,628	(3,572)

Losses

Non-Deductible	1,772,742
Deductible	1,588,393
Total	3,361,135

ADDITIONAL TBB
 CLAIMS SUPERVISION FEE

SEE ABOVE =	(3,572)
SEE ABOVE =	(3,504)
TOTAL FEES =	(7,076)

<u>TIE BACK:</u>	
ADDITIONAL TBB	(3,572)
CLAIMS SUPERVISION FEE	(3,504)
LOSS PROVISION	(1,646,791)
<u>TOTAL A.P. (R.P)</u>	<u>(1,653,867)</u>

Adjustor: Anthony J. Conti
 Phone: (212)770-1279

ADDITIONAL PREMIUM FEE CALCULATION SHEET

ACCOUNT NAME: DAKA International, Inc.
 POLICY YEAR: 07/01/96
 CONTRACT NUMBER: 199702
FEE CALCULATION:

ADDITIONAL /(RETURN) PREMIUM	(966,975)
COMPONENTS OF SUB. PREM. FOR TAXES	(966,975)
TAXES BOARD, BUREAU CHARGES	4,674
ADJUSTED SUBJECT PREMIUM	(962,301)
CLAIMS SUPERVISION FEE	5,204
ADJUSTED GROSS PREMIUM	(957,097)

TAXES, BOARDS, BUREAUS	6.680%	Of Losses (Non-Deductible and Deductible)
CLAIMS SUPERVISION FEE	6.000%	Of Losses (Non-Deductible and Deductible)

Premium	3/31/00	Rate	Exposure	Audited Premium	Change
CLAIMS SUPERVISION FEE	192,676	0.060000	3,289,167	197,350	4,674
TAXES BOARD, BUREAU CHARGES	214,512	0.066800	3,289,167	219,716	5,204

Losses

Non-Deductible	2,244,285
Deductible	1,044,882
Total	3,289,167

ADDITIONAL TBB
 ADDITIONAL WORKERS' COMPENSATION

SEE ABOVE =	5,204
SEE ABOVE =	4,674
TOTAL FEES =	9,878

<u>TIE BACK:</u>	
ADDITIONAL TBB	5,204
CLAIMS SUPERVISION FEE	4,674
LOSS PROVISION	(966,975)
<u>TOTAL A.P. (R.P)</u>	<u>(957,097)</u>

Adjustor: Anthony J. Conti
 Phone: (212)770-1279

Attachment 2
Page 1 of 4

November 30, 2001

VIA OVERNIGHT MAIL

Mr. Anthony J. Conti
Account Service Representative
American International Companies
80 Pine Street, 5th Floor
New York, NY 10005

RE:	Account Name:	Daka International, Inc.
	Policy Period:	7/1/94-7/1/97
	Valuation Date:	03/31/2001
	Adjustment #:	Final
	Retro Premium/Return:	\$460

Dear Tony:

In response to your correspondence dated June 4, 2001 to Bob Wynne of Willis, please find attached a check for \$460. Per your correspondence and per Willis' letter to Angela Collins dated November 6, 2001, (see attachment 1), this payment represents the final adjustment for Daka International, Inc. for the policy periods 7/1/94 through policy period 7/1/97. Per our records, the contracts and policies for workers' compensation insurance, general liability insurance and business auto insurance listed on Attachment 2 are the policies in place for Daka International, Inc. for the periods specified in your correspondence.

Per your correspondence, "There will be no more adjustments done to this account. The policies captioned above can be considered 'FINAL AND COMPLETE'." In reliance on your correspondence, Willis Correspondence, and our payment, we understand we will have no further liability for the insurance policies identified on the attached schedule. Any charges, changes to reserves or any new claims will be AIG's responsibility.

In addition, we will be terminating the surety bond in the amount of \$526,274 which named AIG as benefactor in the event of default by Daka International, Inc. or its successors Unique Casual Restaurants, Inc. or Champps Entertainment, Inc.

Attachment 2

Page 2 of 4

Mr. Anthony J. Conti
November 30, 2001
Page 2 of 2

If this payment does not satisfy Daka International, Inc.'s ultimate and final liability for the insurance policies and periods stated above, do not cash this check. Please return it to my attention:

Frederick J. Dreibholz
Chief Financial Officer
Champps Entertainment, Inc.
5619 DTC Parkway, Suite 1000
Englewood, CO 80111-3075

Please excuse the tardiness of our response to your original request as we have just recently received your correspondence via Willis.

Should you have any questions, please feel to contact me at 720-529-7362.

Sincerely,



Frederick J. Dreibholz
Chief Financial Officer

Enclosures

cc: Bob Wynne
Willis
William H. Baumhauer
Donna L. Depoian

Attachment 2Page 3 of 4

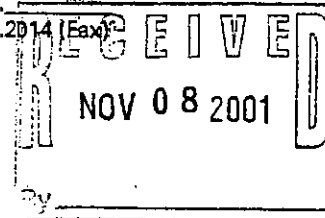
American International Companies •

80 Pine Street, 5th Floor

New York, NY 10005

212.770.

212.425.2014 (Fax)



June 4, 2001

Willis Corroon Corp of MA
 Three Copley Place Suite 300
 Boston, MA 02116
 Attn: Bob Wynne

RE: Account Name: Daka International, Inc.
 Policy Period: 7/1/94-7/1/97
 Valuation Date: 03/31/2001
 Adjustment #: Final
 Retro Premium/Return: \$460

Dear Mr. Wynne,

Attached is the current statement of the adjusted premium and its supporting documentation for the captioned account above. Listed is the premium breakdown:

Policy Period	Adjustment	Premium
7/1/94-95	Loss Provision	(\$2,342)
7/1/95-96	Loss Provision	(\$7,076)
7/1/96-97	Loss Provision	\$9,878
<u>Total</u>		<u>\$460</u>

Total Amount is due by 07/06/2001

There will be no more adjustments done to this account. The policies captioned above can be considered "FINAL AND COMPLETE." If you have any questions feel free to contact me at (212) 770-1279.

Sincerely,


 Anthony J. Conti
 Account Service Representative
Anthony.Conti@AIG.com

CC: Harrington Williams 5/80 Pine St. New York, NY 10005
 Roy Gandon 5/80 Pine St. New York, NY 10005
 Dawn Gregg 5/80 Pine St. New York, NY 10006

First Class Mail	Express Mail	Payment Via Wire
American International Companies P.O. Box 10642 Newark, NJ 07193	Chase Manhattan Bank 55 Water Street, Room 826 New York, NY 10041	Chase Manhattan Bank 55 Water Street New York, NY 10005 Acct. #: 323-160-387 ABA #: 021-000-021 Phone #: 1-877-204-1124

Attn: Roy Gandon

AMERICAN INTERNATIONAL GROUP

Vendor No. 2033

Page 1 of 1

Grand Totals

\$460.00

\$0.00

\$460.00

[illegible]

ENTERTAINMENT, INC.
5619 DTC Parkway, 10th Floor
Englewood, CO 80111

BANK ONE, NA
Ohio

58-154226

Check No. 48260

11/29/2005

PAY

Four Hundred Sixty Dollars and 00 Cents

TO THE
ORDER
OF

AMERICAN INTERNATIONAL GROUP
P.O. BOX 116632
ATLANTA, GA 30368-6081

*****468.00

*******460.00**

11-00048 26013

10441154431

62712085011

12/12 10/1

See Reverse Side For Easy Opening Instructions

ENTERTAINMENT, INC.
5619 DTC Parkway • 10th Floor
Englewood, CO 80111

AMERICAN INTERNATIONAL GROUP
P.O. BOX 116632
ATLANTA, GA 30368-6081



Page 1 of 1 RECEIVED
JAN 22 2002

January 2, 2002

Mr. Chris Webster
Regional Manager
AIGRM
99 High St.
Boston, MA 02110

Dear Chris:

Per the attached documentation, it appears that the insurance liability for Daka International, Inc. has been satisfied. Could you please confirm that this is the case by acknowledging this document and forwarding back to me in the self-addressed stamped envelope.

If you have any questions, I can be reached at 720-529-7362.

Sincerely,

A handwritten signature in cursive script, appearing to read "Frederick J. Dreibholz".

Frederick J. Dreibholz
Chief Financial Officer

Enclosures

A handwritten signature in cursive script, appearing to read "Chris Webster".

Chris Webster
AIG Insurance
Acknowledged and agreed to